

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 39th Annual General Meeting ("AGM") of GuocoLand Limited (the "Company") will be held at Orchard Ballroom 1, Level 3, Orchard Hotel Singapore, 442 Orchard Road, Singapore 238879 on Friday, 16 October 2015 at 2.30 pm for the following purposes:-

AS ORDINARY BUSINESS

1. To lay before the AGM the Directors' Report and Audited Financial Statements of the Company for the financial year ended 30 June 2015.
2. To declare a First and Final Tax-Exempt (One-Tier) Dividend of 5 cents per ordinary share for the financial year ended 30 June 2015. Resolution 1
3. To approve Director fees of S\$559,914 for the financial year ended 30 June 2015 (2014: S\$479,334). Resolution 2
4. To re-elect Mr Raymond Choong Yee How, a Director retiring pursuant to Article 103 of the Company's Articles of Association and who, being eligible, offers himself for re-election. Resolution 3
5. To re-elect the following Directors retiring by rotation pursuant to Article 98 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
 - Mr Kwek Leng Hai; and Resolution 4
 - Mr Francis Siu Wai Keung. Resolution 5
6. To re-appoint the following Directors pursuant to Section 153(6) of the Companies Act, Chapter 50 (the "Companies Act"), to hold office from the date of this AGM until the next AGM of the Company provided that if Section 153 of the Companies Act is repealed and shall cease to be in force prior to the next AGM of the Company and unless they are subject to any requirement under any written law or applicable regulatory requirement which permits them to hold office only until the next AGM of the Company, they shall, subject to retirement by rotation in accordance with the Articles of Association of the Company, hold office beyond the next AGM of the Company:
 - Mr Quek Leng Chan; Resolution 6
 - Mr Abdullah Bin Tarmugi; and Resolution 7
 - Ms Jennie Chua Kheng Yeng. Resolution 8
7. To re-appoint Messrs KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 9

AS SPECIAL BUSINESS

8. To consider and if thought fit, to pass the following Ordinary Resolutions:-

- 8.1 Authority to Issue Shares Resolution 10

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus and otherwise); and/or
- (ii) make or grant offers, agreements or options that may or would require Shares to be issued during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares (collectively, "Instrument"), at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instrument made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (2) below), and provided further that where shareholders of the Company with registered addresses in Singapore are not given the opportunity to participate in a pro rata basis, then the aggregate number of Shares to be issued under such circumstances (including Shares to be issued in pursuance of Instrument made or granted pursuant to this Resolution) shall not exceed twenty per centum (20%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares excluding treasury shares of the Company shall be calculated based on the total number of issued Shares excluding treasury shares of the Company at the time of the passing of this Resolution, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
 and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument; and
- (3) unless varied or revoked by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

- 8.2 Renewal of Share Purchase Mandate Resolution 11

- (a) That for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with an equal access scheme(s) as may be prescribed by the Companies Act,
 and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next AGM of the Company is held; or
 - (ii) the date by which the next AGM of the Company is required by law to be held;
- (c) in this Resolution:

"Prescribed Limit" means ten per centum (10%) of the issued Shares as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, five per centum (5%) above the average of the closing market prices of the Shares over the last 5 market days, on which transactions in the Shares were recorded, before the day on which the market purchase was made by the Company, and deemed to be adjusted for any corporate action that occurs after the relevant 5 market days; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, twenty per centum (20%) above the average of the closing market prices of the Shares over the 5 market days, on which transactions in the Shares were recorded, before the day on which the Company makes an announcement of an offer under an Off-Market Purchase scheme; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

9. To transact any other business of an AGM of which due notice shall have been given.

BY ORDER OF THE BOARD

Mary Goh Swon Ping

Group Company Secretary
30 September 2015
Singapore

Notes:

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Collyer Quay #20-01 Singapore 049319 not less than 48 hours before the time set for holding the Meeting.

Explanatory Notes to the Notice of the 39th AGM:

Resolution 3 – Mr Raymond Choong Yee How was appointed a Director of the Company with effect from 1 September 2015. In accordance with the Company's Articles of Association, a newly appointed Director shall submit himself for re-election at the AGM immediately following his appointment. Upon re-election as a Director of the Company, Mr Choong will remain as the Group President & Chief Executive Officer and is considered as a Non-Independent Director.

Resolution 4 – Mr Kwek Leng Hai will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee and a member of the Executive Committee. Mr Kwek is considered as a Non-Independent Director.

Resolution 5 – Mr Francis Siu Wai Keung will, upon re-election as a Director of the Company, remain as a member of the Audit and Risk Committee. Mr Siu is considered as an Independent Director.

Resolution 6 – Mr Quek Leng Chan will, upon re-appointment as a Director of the Company, remain as Chairman of the Executive Committee, a member of the Remuneration Committee and a member of the ESOS Committee. Mr Quek is considered as a Non-Independent Director.

Resolution 7 – Mr Abdullah Bin Tarmugi will, upon re-appointment as a Director of the Company, remain as Chairman of the Nominating Committee and Chairman of the Remuneration Committee. Mr Abdullah is considered as an Independent Director.

Resolution 8 – Ms Jennie Chua Kheng Yeng will, upon re-appointment as a Director of the Company, remain as a member of the Remuneration Committee. Ms Chua is considered as an Independent Director.

Detailed information on Messrs Raymond Choong Yee How, Kwek Leng Hai, Francis Siu Wai Keung, Quek Leng Chan, Abdullah Bin Tarmugi and Ms Jennie Chua Kheng Yeng can be found under "Board of Directors" in the Company's Annual Report 2015.

Resolution 10 – is to empower the Directors to allot and issue Shares and/or Instrument (as defined above). The aggregate number of Shares to be issued pursuant to Resolution 10 (including Shares to be issued in pursuance of Instrument made or granted) shall not exceed fifty per centum (50%) of the total number of issued Shares excluding treasury shares of the Company, with a sub-limit of twenty per centum (20%) for Shares issued other than on a pro rata basis (including Shares to be issued in pursuance of Instrument made or granted pursuant to Resolution 10) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of the total number of issued Shares excluding treasury shares of the Company will be calculated based on the total number of issued Shares excluding treasury shares of the Company at the time of the passing of Resolution 10, after adjusting for (i) new Shares arising from the conversion or exercise of any convertible securities; (ii) new Shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 10; and (iii) any subsequent bonus issue, consolidation or subdivision of Shares. The authority conferred by Resolution 10 will continue in force until the next AGM of the Company is held or is required by law to be held, whichever is earlier, unless previously varied or revoked by the Company in a general meeting.

Resolution 11 – is to renew the Share Purchase Mandate as described in the Appendix to the Notice of the AGM dated 30 September 2015 (the "Appendix") which will, unless varied or revoked by the Company in a general meeting, continue in force until the next AGM of the Company is held or is required by law to be held, whichever is earlier. This ordinary resolution, if passed will authorise the Directors of the Company to make purchases or otherwise acquire issued Shares pursuant to and in accordance with the guidelines as set out in the Appendix.